

NEAL GERBER EISENBERG & LURIE

208 SOUTH LASALLE STREET

CHICAGO, ILLINOIS 60604

(312) 269-8000

RECORDATION NO. 72990  
FILED 1428

APR 13 1988-8 45 AM  
INTERSTATE COMMERCE COMMISSION

EARL N. MELAMED  
(312) 269-8012

RECORDATION NO. 72990  
FILED 1428

APR 13 1988-8 45 AM

INTERSTATE COMMERCE COMMISSION

Date 4/13/88  
Fee \$ 15.00

TELECOPIER  
(312) 269-1747

CC Washington, D. C.

April 4, 1988

RECORDATION NO. 72990  
FILED 1428

APR 13 1988-8 45 AM

INTERSTATE COMMERCE COMMISSION

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

RECORDATION NO. 72990  
FILED 1428

APR 13 1988-8 45 AM

INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Sir:

We transmit to you herewith by certified mail for recordation, pursuant to 49 U.S.C. Sec. 11303, an original and two certified counterparts of the Ninth Supplemental Trust Agreement (the "Supplemental Agreement"), by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois, 60603 (the "Company") and National City Bank, 623 Euclid Avenue, Cleveland, Ohio, 44114 (the "Bank") as Trustee, which amends the Equipment Trust dated as of February 24, 1988, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust of railroad cars, more fully described in Schedule A attached hereto.

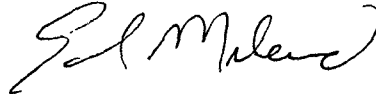
Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the railroad card in respect of which the aforesaid substitution was made. The Equipment covered by the Bill of Sale is more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment from the encumbrance created by the Equipment Trust.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Equipment Trust dated as of January 15, 1974, which was recorded with your office and assigned recordation number 7299. We enclose herewith our check in the amount of \$20.00 payable to the Interstate Commerce Commission to cover the recordation fees.

NEAL GERBER EISENBERG & LURIE

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Earl N. Melamed", written in a cursive style.

Earl N. Melamed

ENM:kn

Enclosures

NINTH SUPPLEMENTAL TRUST AGREEMENT APR 12 1988-8 45 AM

INTERSTATE COMMERCE COMMISSION

THIS NINTH SUPPLEMENTAL TRUST AGREEMENT dated as of February 24, 1988, by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and NATIONAL CITY BANK, as Trustee (the "Trustee").

## WITNESSETH:

WHEREAS, Union Tank Car Company has heretofore executed and delivered to the Trustee a Trust Agreement dated as of January 15, 1974 (the "Trust Agreement"), providing for the issue of its Equipment Certificates (Series 10); and

WHEREAS, the Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar to it duly paid by the Trustee upon the execution of these presents, the receipt whereof is hereby acknowledged, the Company covenants and agrees with the Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates as follows:

ARTICLE ONE

## Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment specifically described in Schedule A of the Trust Agreement and Schedule B hereto.

ARTICLE TWO

## Substituted Equipment Subject to Trust Agreement

The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects as though it had been part of the Trust Equipment specifically described in the Trust Agreement. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

### ARTICLE THREE

#### Concerning the Trustee

The Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement as amended. Without limiting the generality of the foregoing, the Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statements of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

### ARTICLE FOUR

#### Miscellaneous Provisions

Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed, and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

UNION TANK CAR COMPANY

By: \_\_\_\_\_

R. C. Gluth, Executive  
Vice President

ATTEST: \_\_\_\_\_

Robert W. Webb, Secretary

NATIONAL CITY BANK

By: \_\_\_\_\_

ATTEST: \_\_\_\_\_

Trust Officer

STATE OF ILLINOIS)

SS

COUNTY OF COOK

On the 24<sup>th</sup> day of February, 1988, before me personally came R.C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is the Executive Vice President of UNION TANK CAR COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

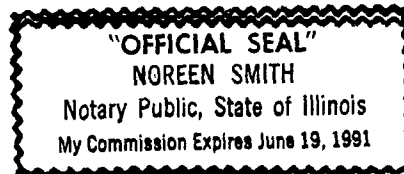
Green Smith

Notary Public

STATE OF 2410 )

SS

COUNTY OF Cuyahoga)



personally came Hobbs H. PATTISON, to me known, who being by me duly sworn, did depose and say that he is an Administrator of NATIONAL CITY BANK, described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Shirley Mansell

Notary Public

SHIRLEY MANSELL  
Notary Public, State of Ohio  
Lorain County, My Commission Expires  
5-22-90

PROGRAM ACTB1025

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST  
FOR SUBSTITUTION

RUN DATE: 07/31/87  
PAGE NO : 1

CERTIFICATE TRUST SERIES: R010

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIG. CODE</u>	<u>CAPACITY IN GALLONS</u>	<u>ROAD NUMBERS</u>
4	C214	5,701	UTCX57589-UTCX57592
4	TA	13,000	TCDX13232-TCDX13234, TCDX13300
<hr/>			
8	TOTAL		

PROGRAM ACTB1027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
 SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST  
 FOR SUBSTITUTION - TERMINATED CARS

RUN DATE: 07/31/87  
 PAGE NO : 1

CERTIFICATE TRUST SERIES: R010

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIG. CODE</u>	<u>CAPACITY IN GALLONS</u>	<u>ROAD NUMBERS</u>
1	LOC	4,700	UTCX44146
3	LOC	4,750	PPU 43656,PPU 43661,PPU 43663
1	TM	13,600	14159
6	TM	20,000	100,47575,47596,47614,47624,58494
1	TM	21,000	RTCX21009
2	TM	22,000	46896,46898
1	TM	23,500	74184.
1	TMI	17,000	76099/
1	TMI	20,000	76247
1	TMI	23,000	75403
1	TMI	23,500	75976
1	TP	17,000	28264

-----  
 20 TOTAL

STATE OF ILLINOIS     )  
                              )  
COUNTY OF C O O K    )     SS.

CERTIFICATE

The undersigned, Claudette M Fortman, a Notary Public in and for said County, states that she compared the attached copy of the Ninth Supplemental Trust Agreement dated the 24th day of February, 1988, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 4<sup>th</sup> day of April, 1988.

Claudette M Fortman  
Notary Public

